

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company:**

Deer Horn Capital Inc.
PO Box 18086
1215C 56th Street
Delta, BC V4L 2M4

2. **Date of Material Change:**

April 10, 2019

3. **Press Release:**

A News Release dated and issued on April 10, 2019 at Vancouver, BC, through Executive Business Services and SEDAR.

4. **Summary of Material Change:**

Deer Horn Announces Partnership with Prominent First Nation Entrepreneur to Explore Northern BC and Advance First Nations Social and Economic Independence

5. **Full Description of Material Change:**

See news release, a copy of which is attached hereto

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Tyrone Docherty, President and CEO
Telephone: (604) 789-5653

9. **Date of Report:**

April 10, 2019

NEWS >>>

Deer Horn Announces Partnership with Prominent First Nation Entrepreneur to Explore Northern BC and Advance First Nations Social and Economic Independence

Vancouver, BC, Canada, April 10, 2019 – Deer Horn Capital Inc. (CSE: DHC, OTCBB: GODYF) (the “Company” or “Deer Horn”) announced today that it will partner with First Nation mineral exploration entrepreneur Mr. Allen Edzerza to explore highly prospective areas of northern British Columbia. Deer Horn, which will hold 49% of the venture (“Newco”), was invited to participate in Newco as part of Deer Horn’s mission to find solutions for a more sustainable future by partnering with First Nations groups and building long-term cooperation and relationships.

Tyrone Docherty, Deer Horn’s President and CEO, stated, “A key mandate of this venture is that Newco will further the vision of Mr. Edzerza, whereby First Nations will achieve social and economic independence through the exercise of their inherent rights and title to mineral resources in their ancestral lands. They are to have full participation in the decision-making, management processes and economic benefits associated with exploration, development and production.”

Mr. Edzerza brings to the venture extensive historical knowledge and an intimate understanding of inherent rights, Aboriginal title and exploration policies of BC First Nations. Mr. Edzerza is an elder from the T’Logodena Wolf Clan of the Tahltan Nation with 50 years of mineral exploration experience and insights in northern British Columbia. He has served in various capacities with First Nations and in First Nations organizations, governments and industry. Under the partnership agreement, Deer Horn will provide western science technical support and logistics for prospecting, exploration, permitting and funding.

Mr. Edzerza served with former BC Premier Gordon Campbell as Special Advisor on Aboriginal issues. In this capacity, Mr. Edzerza assisted the Province to foster a better working relationship with First Nations by improving communications and coordination between the Province and First Nations. Mr. Edzerza’s passion for improving the economic well being of First Nations is well known in the exploration and mining sector. He started his career at the Faro mine in the Yukon, has run a placer mining company and has served as a lead and chief negotiator on numerous natural resource files for 30 years advising First Nations governments and the governments of Canada and Yukon. Mr. Edzerza is also a celebrated artist with works displayed from Switzerland to Vancouver.

“This exciting and unprecedented opportunity aligns perfectly with our purpose and values,” said Docherty. “We are most grateful for the invitation to participate with Mr. Edzerza, and we’re honoured to help further his goal for BC First Nations to explore and develop resources that will ultimately benefit First Nations and, by extension, the public government and citizens of BC. A fundamental tenet of Deer Horn has been to grow through partnership and stewardship, especially with First Nations, and this venture provides us vast opportunities for both while working closely with First Nations and local communities to promote local and regional economic participation.”

The lands to be explored by Newco lie east of BC’s “Golden Triangle” mineral region in a large area hosting Kutcho’s copper-zinc project and Coeur Mining’s Silvertip silver-lead-zinc mine. The Golden Triangle has generated discoveries totaling more than 130 million ounces of gold, 800 million ounces of silver and 40 billion pounds of copper. It has also hosted some of the world’s richest mines,

including the historic Eskay Creek (Canada's highest-grade gold mine and world's fifth-largest silver producer) and Snip mines, the currently operating Red Chris gold-copper mine developed, and recently sold, by Imperial Metals and Pretium Resources' Brucejack gold-silver mine.

Retreating glaciers, much-improved infrastructure and better geological knowledge have contributed to a resurgence of interest, staking and discoveries in the Golden Triangle region, factors that are directly applicable to Newco's area of interest.

"The grounds we plan to explore hold exceptional potential for the discovery of a broad range of metals," said Docherty. "One of our strategies in working with Mr. Edzerza and First Nations groups is to build Newco into a project generator in Northern BC that can bring social and economic benefits to local First Nations."

Deer Horn's vision has been to explore for, and develop, metals vital to a low-carbon economy as well as for emerging technologies related to information processing and the advancement of clean energy, clean technology and fresh water.

"This new venture adds significant opportunities for us to explore for other metals including gold, zinc, molybdenum, platinum group metals and nickel," said Docherty. "This region has also produced significant porphyry-type deposits for copper, gold and silver."

Initial work by Newco is expected to take place this summer. Prior to staking lands with potential mineral targets, Deer Horn will seek the consent of First Nations for exploration activity. Deer Horn proudly adheres to and supports the principles and rights set out in the United Nations Declaration on the Rights of Indigenous Peoples.

Deer Horn will be releasing more information on this exciting venture as plans for the summer program develop.

About Deer Horn Capital

Deer Horn Capital is committed to exploring for, and providing, strategic and critical metals vital to a low-carbon economy and for the advancement of technology. The Company's leadership has a track record of project monetization with a board and advisory group that includes industry leaders in finance, mineral property development, geology, mineralogy, solar power, engineering, research and First Nations engagement and economic development.

On behalf of the board of directors of
Deer Horn Capital Inc.

"Tyrone Docherty"

Tyrone Docherty
President and CEO

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Neither the Canadian Securities Exchange nor its regulations services accept responsibility for the adequacy or accuracy of this release.

Forward-looking information

All statements included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements involve numerous assumptions made by the Company based on its experience, perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. In addition, these statements involve substantial known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will prove inaccurate, certain of which are beyond the Company's control. Readers should not place undue reliance on forward-looking statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date hereof or revise them to reflect the occurrence of future unanticipated event.